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**AMENDMENT TO H.R. 1664, AS REPORTED
OFFERED BY MR. DEFAZIO OF OREGON**

At the end of the bill insert the following:

- 1 (c) SHAREHOLDER APPROVAL OF EXECUTIVE COM-
2 PENSATION.—Subsection (f)(2) of section 111 of the
3 Emergency Economic Stabilization Act of 2008 (12
4 U.S.C. 5221) is amended—
5 (1) by striking “shall not be binding” and in-
6 serting “shall be binding”; and
7 (2) by striking “and may not be construed” and
8 all that follows and inserting “and any compensation
9 payment arrangement not approved by such a vote
10 may not be entered into by the TARP recipient.”.

